



5100 Poplar Avenue • Suite 2414 • Memphis, TN 38137 • (901) 685-5348 • Fax (901) 684-5398

J. Randal Tomblin
President
Organics Division

April 26, 1996

Mr. Greg Lee
GOLDMAN, SACHS and CO.
85 Broadway Street
New York, NY 10004

Re: Cedar Contracts

Dear Greg::

Per our discussion this past Monday, we are hereby submitting copies of all relevant Organic Division contracts except for the Rohm and Haas agreement and the Micro Flo Letter of Intent on ethephon.

The contracts for Pesticides and Contract Manufacturing shown on the first three pages are included. Subsequent pages detail other contracts or secrecy agreements, some of which may have expired but are maintained in our files. If, at a later date, someone wants to review these other items, they can be made available. They are, however, inconsequential to the business.

The attached have been "sanitized" by deleting customer and product names where necessary as well as technology and pricing information. My understanding is that prospective purchasers will be invited to review these files at Goldman, Sachs offices in New York or possibly Los Angeles. If necessary to distribute copies, please let me know to whom they will be sent.

Sincerely,

A handwritten signature in cursive script that reads "Randal Tomblin".

Randal Tomblin

JRT:pc
JRT-41-96

cc: Roger Marrero, Goldman, Sachs, w/o attachments
Tom Hardy, TRI, w/o attachments
Les Youner, TRI, w/o attachments
John Whitsitt, Cedar, w/o attachments

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Pesticide Sales/Distribution & Materials Supply Contracts

	<u>Contract Party</u>	<u>Product</u>	<u>Term of Contract</u>	<u>Contract Type/Key Elements</u>	<u>Consent ?</u>
1	Air Products	Liquid Nitrogen system & storage	1993-1998	Supply Agreement	Yes
2	Arkla Gas	Natural Gas	12/1988-Annual	Natural Gas requirements for W/H Plant	Yes
3	Biesterfeld	Propanil Products	11/18/88 -Open end	Exclusive Arrangement for Sri Lanka & Uruguay	N/A
4	Crystal Chemical/Dupocsa	DCA/Propanil based herbicides	1/1/93 -12/31/2002	International Marketing Agreement - Cedar pays commission, owns registrations @ end of term; Dupocsa plant manufacturing rights.	Yes
5	Dr. Gene Bellet	Registration, EPA data consulting service	3/1/96-3/1/97 - annual renewal	Consulting Agreement	Yes
6	Drexel Chemical Company	Diuron	12/1/93-12/31/02, there-after automatic annual renewals, unless 12 month notice	Quantity - Drexel's U.S. requirements; formula pricing tied to market	Yes
7	DuPont	Propanil/Londax Premix	10/95 - 10/96	Commercial Dev./Secrecy agreement	Yes
8	Helena Chemical Company	2,4-DB (Butoxone) Products	2/96 - 12/31/96	Toll Manufacturing	Yes
9	Helm Ag-Germany	Propanil Formulations	4/1/92-4/1/97	Cooperation to develop/sell -Vietnam	Yes
10	K. D. Feddersen	Propanil Products	10/1/88 - 10/1/91; annual renewal	Exclusive selling rights propanil Thailand	Yes
11	Monsanto	ODCB	1/1/94 -12/31/98	Pricing & Terms Sales Contract	Yes
12	Odom Industries	Pluck, Diuron, WHAM & SUPERWHAM	1/3/96-12/31/96	Formulating & Packaging Agreement	Yes
13	Pedro Sanchez Neira	Propanil Based Products	11/11/94; open	Trials & New Product Development	N/A
14	PPG Industries, Inc.	Purchase of Orthodichlorobenzene	1/1/93-98 & Amended 9/94	Purchase and Terms Agreement	Yes
15	Richard F. Buhn	Diuron, Linuron, 2,4-DB and Propanil	9/95 to 9/96	Monitor exports for set fee	Yes

16	Richard F. Buhn	3,4-DCA	9/95 to 9/96	Monitor exports for set fee	Yes
17	Standard Chlorine	Purchase of Orthodichlorobenzene	1/1/96-1/1/01	ODCB supply agreement	Yes
18	Task Force - 2,4-DB	2,4-DB (Cedar's Butoxone)	5/21/93-	Agreement of Understanding between 2,4 DB Registrants to acquire & develop data for EPA	Yes
19	Task Force - Propanil	Propanil	1988-	Registrants' EPA data support	Yes
20	Union Carbide Corp.	Isophorone, Propionic Acid & PM-6231	1/1/95-12/31/96	Purchase and Terms Agreement	Yes
21	Zeneca Ag Products	Propanil Tech	9/1/92, extended thru 12/31/1996	100% of requirements up to 2,500M lbs. annually; formula pricing; for Arrosolo - Ordram/Propanil mix	Yes

Custom/Toll Manufacturing Contracts

	<u>Contract Party</u>	<u>Product</u>	<u>Term of Contract</u>	<u>Contract Type/Key Elements</u>	<u>Consent ?</u>
A	A	A	12/15/92-12/14/93, annual renewal by P.O.	Water softener; toll fee/unit produced	Yes
B	B	D	1/20/92-12/31/92, annual renewal by P.O.	Mining chemical; toll fee/unit produced	Yes
C	C	T	Dated 7/2/90 amended 7/2/92, annual renewals	Reaction injection molding components. Will likely allow 7/96 cancellation to pass thus extending until 7/98	Yes
D	D	FAS	17 years begin 1/1/93	Payment for market and technology development - \$12,500/month until 4th	Yes
E	E	C	5/7/1993, extended by P.O.	Cotton insecticide	Yes
F	F	DV A	2/12/93, See G	Intermediate for G	Yes
G	G	TA	7/15/1994 - Ten years	Joint Venture marketing agreement	Yes
H	H	TA m	1 year contract, 12/4/95	Supply up to 150M lb. plus m	Yes
I	I	Gr	8/20/93-12/31/95, extended to 12/31/96	Paper sizing polymer;	Yes
J	J	AF T	1/1/96 - 12/31/00	Custom manufacture of product from intermediate supplied by customer	Yes
K	K	Custom Mfg. Customer Base	3/3/96-	Consulting Program to identify, to interview high potential clients for custom manuf.	N/A

Other Organics Division Agreements					
	Contract Party	Product	Term of Contract	Contract Type/Key Elements	Consent ?
1	Agan Chemicals	Derivatives of 2,3-DNB	6/20/93-6/20/03	Secrecy Agreement	N/A
2	AgrEvo (Hoechst)	Propanil/Hoe 404	8/6/92-	Secrecy Agreement	N/A
3	Agrobioquimicos Ltda.	Propanil Based Products	4/15/96-	Assist field trials & registrations for Colombia in Central America	N/A
4	Agrobioquimicos Ltda.	Propanil Based Products	4/15/96-	Confidentiality Agreement	N/A
5	Agrolinz - U.S.	WHAM EZ	7/24/89-	Contract Formulation Secrecy Agreement	N/A
6	Albright & Wilson Americas, Inc.	TTP	P.O. 6/6/94	Project finished in 1995 but may be reactivated P.O. in 1996	Yes
7	Chunjin - Korea	Propanil based herbicides for Korea	4/24/95 -	Confidentiality Agreement	N/A
8	Cumberland International	Propanil	4/10/1990 for 5 years	Expired July 1995; purchase propanil label, non-compete	
9	Dr. Gene Bellet	Propanil & 2,4-DB	3/1/96 -	Confidentiality Agreement	Yes
10	Drexel Chemical	Propanil	4/20/88-1998	Formulation Secrecy Agreement	N/A
11	Dupont	Convert SPBT	10/1/92	Expired - will not renew	N/A
12	Flogaz, Turkey	Propanil based herbicide for Turkey	3/1/96-	Confidentiality Agreement	Yes
13	Green Up, Italy	Propanil based herbicide for Italy	1/15/1992- expired	Marketing & registration; confidentiality included; pending suit	Yes
14	Hellafarm, Greece	Propanil based herbicide for Greece	6/15/95-	Confidentiality Agreement	Yes
15	Inagra - Valencia, Spain	Propanil based products	12/1/94-	Confidentiality Agreement	Yes
16	Joe Eller (Cumberland)	Propanil registration/manufacturing	4/12/90-1995	Consulting Agreement	N/A
17	John Person	Propanil - consulting (expired); non-compete thru 2000	3/93 - 9/15/95 & 9/15/00	Consulting/Non-compete Agreement	Yes
18	Linea International - Guatemala	Diuron & Propanil based herbicides	10/1/95-	Confidentiality Agreement	Yes
19	Map Pacific Services-Singapore	Propanil based herbicides Propanil 480 SC & Propanil 80% for Vietnam	4/24/95-	Confidentiality Agreement	Yes
20	Map Pacific Services-Singapore	Propanil based herbicides Propanil 480 SC & Propanil 80% for Myanmar	8/15/95-	Confidentiality Agreement	Yes
21	Marubeni-Tokyo, Japan	Propanil Technical	6/20/94-	Confidentiality Agreement	Yes
22	MTM Agrochemicals -UK	Diuron	7/18/94-	Non-Disclosure (MTM Disclosing)	Yes
23	Nufarm (Asia)	Propanil Based Products	1/96 for 7 years	<u>Pending</u> distribution in China	Yes
24	Nufarm (Asia)	Propanil Based Products	4/24/95-	Confidentiality Agreement - China	Yes
25	Praxair	Hydrogen storage and delivery	7 year term	Supply agreement	Yes

26	Red Panther Chemical Co.	Propanil Flowable Herbicide	6/2/88-	Formulation Secrecy Agreement	N/A
27	Rohm & Haas	Domestic Propanil products	11/18/91 - to 8/31/01	100% supply of U.S. requirements; formula pricing	Yes
28	Rohm & Haas - U.S.	Propanil EC Formulations	10/3/91-10/1/06	Confidentiality Agreement	Yes
29	Terra International	Propanil toll agreement	3/16/90	expired	
30	Valent	Lactofen	10/5/94 (1 year)	expired	
31	Zeneca Ag Products	Diuron-Col	3/16/1993-	Secrecy Agreement	Yes

Secrecy Agreements

Agan Chemical Manufacturer, Derivatives of 2,3-dichloro nitro benzene as intermediate for herbicide, 6/20/93. Expires 6/20/03

Air Products, Polyethylene carbonate, Polypropylene carbonate 4/30/87, expires 4/30/97.

Air Products & Chemicals, Inc., N-2(Allylcarbomato)aminoethyl imiodazolidinone (WAM IV), 11/15/95, expires 11/15/05 & Tech Pkg 12/8/95

Argolinz, Inc., WHAM EZ 7/14/89, Expires (?)

Akzo Chemicals, Inc., (& tech info) Polyurethane (GSA/GSC) & Styrene-maleic anhydride (SMA), 6/23/92. Expires 7/2/02

Albright & Wilson Americas, Inc., possible toll agreement to produce TBEP (tri butosyethy) phosphate, 1/4/93. Expires 1/4/03

Albright & Wilson, manufacture of certain Proprietary Phosphonate products, 7/17/92. Expires 7/17/02

Albright & Wilson, 1-hydroxyethane-1, 1-diphosphonic acid, 5/4/87. Expires (?)

Albright & Wilson, reciprocal agreement re: pharmaceutical & other fine chemicals dated 1/10/94. Expires 1/10/96 up to 1/10/99.

Albright & Wilson, mfg. of certain aryl phosphite produced dated 12/16/92. Expires 12/16/02

Albright & Wilson, toll mfg. of tritotylphosphite (TTP) dated 5/5/94. Expires 5/5/04.

Amoco Chemical Corp., (& tech info), production of terephthalic acid from polyethylene terephthalate & the purification of terephthalic acid, Feb. & Mar. '93. Expires (?)

Amoco Corp., to determine possibility of Cedar toll manufacturing certain polymers, 4/14/92. Expires 4/14/07

Angus Chemical Co., (& tech pkg) 1. ALKATERGE-E, n-isopropylhydroxylamine (IPHA) & Diethylhydroxylamine (DEHA), 9/16/92. Expires 10 yrs from termination of services. Revised tech package received 5/4/94. 7/8/94 revised tech pkg for IPHA. 7/5/94, Letter of Intent.

Angus Chemical Co., confid. agreement signed 3/2/94, product unknown. Expires 3/2/04.

Atomergic Chemical Corp., process for producing Denatonium Chemicals, 10/3/91.

BASF Corp., (& tech pkg), purification process for Acifluorfen, 7/16/92. Expires 10/3/06.

BASF AG, development of formulations containing BAS 514..H (the BASF Samples) & Propanil 10/9/90. No expiration date.

Cell Therapeutics, Inc., confid. disclosure agreement dated 2/21/94 for proprietary compound CT-1501R. cc: letter. Tech pkg., original to G.Pratt. Expires 2/21/99.

Chemical Compounds, Inc., Triaryl Sulfonium Chloride Compounds (TASC), 11/2/88. Expires (?)

Chemlink Petroleum, ChemLink LB-8863, 12/1/87. Expires 12/1/97.

Chevron Chemical Co., proceed with preparatory activities to manufacture CTBL in 1991 & Cobra in 92 thru 94, 8/13/91

Chevron, possible manufacture of Select Herbicide, 5/14/92. Expires 5/14/12.

Chevron, Ortho Lactofen, 3/1/89. Expires (?)

CIBA-GEIGY, Pergascript Green I-2GN, 4/30/89. Expires 4/30/99.
 Contract Chemicals, Ltd., Cedar's CDFBA95 Project, 10/6/95. No Expiration
 Date.
 CPS Chemical, 4,6 dinitro-O-cresol, 5/20/87. Expires 5/20/97.
 Cytec Industries, amended secrecy agreement signed 2/4/94 hydrogenation of
 nitroaromatics of 9/15/93. Expires 9/13/03.
 Degussa Corp., organosilane (Si 264) 1/13/94, tech info 1/24/94. Expires 1/13/99.
 Delta Process Management, diisocyanate products, 2/19/88. Expires 2/19/98.
 Delta Process Management, Nitroparaffin Derivatives, 3/8/88. Expires 3/8/98.
 Delta Process Management, isophorone nitrile & isophorone diamine, 10/4/90. No
 expiration date.
 Diaz Chemical Corp., Halogenated Aromatics, 1/25/93. Expires 1/25/98.
 Drexel Chemical, flowable propanil herbicide, 4/20/88. Expires 4/20/98.
 Drilling Specialties Co., assignment of agreement from Phillips 66 Co., 11/11/91.
 DuPont, Carbendazim, 10/10/88. Expires 10/10/98.
 DuPont, Chlorinated Aromatic Compounds, 11/20/90
 DuPont, "Fortress", return of Contractors Manual #2 to Dupont., 10/5/88
 DuPont, (& Tech pkg), Glypure, 2/93. Expires 2/24/03.
 DuPont, Methonyl Insecticide, 8/16/88. Expires (?)
 DuPont, Monopersulfate & Sulfate co-products, 7/15/91. Expires 7/15/01.
 DuPont, Phenylesters, 4/25/89. Expires 4/20/04.
 DuPont, Polyester Condensation Polymers, 7/6/88. Expires 7/6/98.
 DuPont poly(isobutyleneamine) (PIB), 8/29/90. Expires 8/29/02.
 DuPont, ethylhexylnitrate, 8/15/91. Extended to 9/24/92. Expires 9/24/02.
 Elf Atochem North America, Inc., SMA 100a & pyronil 45, 12/7/92. Expires (?).
 Erez, Halex Process & Market Info, evaluating process to determine feasibility of a
 fluoroaromatics business. 1/1/93.
 FMC, Ethyl Phosphorodichloridate, 2/15/90. Expires 2/26/05.
 FMC (tech pkg) Ethyl Dichlorophosphate (EDCP), 7/11/90.
 FMC, F6285, 8/1/91. Expires 8/1/06.
 FMC, F8426 dated 6/10/94. Expires 7/5/09. Tech pkg 8/2/94. Updated tech pkg
 rcvd 6/5/95.
 GAF Corp., various products, 5/6/87. Expires (?).
 Gaylord, dimethyl sulfone (DMSO2), 9/6/89. Expires with written consent of
 Gaylord.
 Georgia-Pacific Corp., monomer, 7/5/90. Expires 5 yrs from date of notification
 to terminate.
 W.R. Grace, Tri (2-aminoethyl) amine, 2/9/88. Expires 5 yrs from date of last
 disclosure of confid. info.
 Great Lakes Chemical Corp., Cedar's CDFBA95 Project, 10/31/95. Expires (?).
 Hampshire Chemical, hydrogenation of nitriles & nitro compounds dated 8/23/94
 (with Monsanto). Expires 8/23/99.
 Harborchem, secrecy agreement, hydrogenation, 3/30/94. Expires 3/30/04. 4/28
 tech pkg.
 Hartzog-Hart Corp., 2/19/90. Expires (?). Provide tech assessment services to
 Cedar.

Hexatec Polymers Co., Styrene Acrylic Copolymer, 5/9/91. Expires 20 yrs after disclosure of confid. info.

Hobson Technology Corp., 1/31/89. Expires 1/31/99.

Hoechst Celanese, Advanced Technology, 8/15/89. Expires 8/15/99.

Hoechst-Celanese, 4-Hydroxyacetophenone, etc. 6/20/95. Expires 10 yrs from date of last disclosure. Tech pkg 9/15/95.

ICI Americas, Permethrin, cypermethrin & other products 1/8/91. Mfg. agreement.

ICI Specialty Chemicals, 3/5/91. Expires 3/12/01.

ISK Biosciences, sec agreement & tech pkg, 4/5/95, IKI-1145 (phosphonothioate). Expires 12/31/12.

Karl Industries, secrecy agreement & tech pkg, 4/11/95, Polybutenyl Chloride. Expires (?).

Kincaid Enterprises, Inc., (& Addendum) Chloroneb Fungicide, 3/21/90. Expires (?).

Lonza, Unihib 106, 9/3/85. Expires 10/15/95.

Makhteshim, Methylthioacetaldoxime, 11/12/89. Expires 5 yrs from date of return of confid. info.

Mallinckrodt Specialty Chemicals Co., AFI plant for FAS 11/16/93. Expires 4 yrs from date of disclosure of info.

Man-Gill Chemical Co., 12/14/92. Expires (?).

Micro-Flo Co., Diabrotia, 6/4/93. Expires 10 yrs from disclosure of info &/or receipt of sample.

Mobil Chemical, XRT-1638A, 4/10/86. Expires 4/10/91.

Monsanto (with Hampshire Chemical) 6/23/94 MON-5704 & MON-5744 (see Hampshire Chemical) file. Expires (?).

Monsanto, orthophenylenediamine, 9/1/92. Expires 9/8/02.

Monsanto, halogenated acylamide compound, 4/30/92. Expires (?).

Monsanto, Dequest 2000, 2/20/91. Expires 2/26/06.

Monsanto, 3,4 Dich Tech, 2/15/89. Expires 1/3/00.

Monsanto, Modified Phenolic Resin, 10/7/88. Expires 9/9/03.

Monsanto, Ortho-nitrochlorobenzene, 4/23/87. Expires 4/3/97.

Monsanto, Soad Bacteriostat (Trichlorocarbanilide), 10/24/90. Expires (?).

National Starch & Chemical Co., vinyl acetate graft & polymer 5/18/95 Expires (?). Tech pkg.

Nobel Chemicals, 4,4 Diaminobenzanilide, 4/20 & 5/17/93. Process description. Expires 4/20/03.

The C.W. Nofsinger Co., TSK Crystallization Tech, 10/8/90. Expires 12/14/05.

Occidental Chemical Corp., (& tech pkg) 4,4 Oxydiphthalic Anhydride (ODPA) 6/5/92. Expires 10 yrs from receipt of confid. info.

Occidental Chemical Corp. Phosgene Reaction Product, 1/14/87. Expires 1/13/97.

Occidental Chemical Corp. Cedar's CDFBA95 Project 2/1/96, Expires 5 yrs from date of last disclosure.

PAC Polymers, Inc., Polyalkylene Carbonates, 6/9/93, signed letter of intent 1/21/94. Expires (?).

Pennwalt, 8/31/87. Expires 8/31/90.

Pennwalt, Flame Retardant, 11/6/86. Expires 7/1/96.

Pfizer, Inc., Litesse III, 6/15/95. Expires 5/24/05.
Phillips 66, Alkyl & Dialkyl Trithiocarbonates Thioesters, 7/30/87. Expires 7/30/97.
Phillips 66, Ethylene Trithiocarbonate, 8/23/90. copy not in file.
Phillips 66, HE Polymers, 2/14/89. Expires 2/14/04.
Phillips 66, Methyl ethyl sulfide, 9/17/87. Expires (?).
Phillips 66, Tertiary butyl thiomethanol, 8/12/87. Expires (?).
Phillips 66, Ethylthioacetate, 7/12/89. Expires (?).
Platte Chemical, 1/12/90. Expires 1/12/95 (no copy signed by Platte).
Red Panther, flowable propanil herbicide, 6/2/88. Expires (?).
Rhone-Poulenc (2) for NITRODZ-RP 1549 N° 31399.83.4, 12/12/95 & 12/13/95 & amended 1/31/96. Tech pkg 1/26/96.
Ricerca, Inc., 3,4-Dichloroaniline, 11/8/90. Expires 11/8/00.
Richman Chemicals, 12/1/88, Expires 10 yrs from date of last disclosure or development.
Stockhausen, Inc., Bleached Walnut Shells, 11/30/92 (Expires 11/30/02), & letter of intent dated 4/26/93 to manufacture beginning 10/1/93.
Sulzer Canada, Sulzer Melt. Crystallization, 4/15/91. Expires 4/15/06.
Sumitomo Chemical, secrecy agreement & tech pkg, 4/3/95, S-11829. Expires 15 yrs from date of disclosure.
SynProTec, Cedar's CDFBA95 project 2/1/96. Expires 2/1/06.
Terra International, dispersible granulated formulation, 3/16/89. No orig signed by Terra in file.
Terra Technologies, Inc., 5/18/92. Expires (?).
Thermal Products International, 2-Chloropropane, 9/25/90. Expires 9/15/00.
Union Carbide Chemicals & Plastics Co., hydroxyl-substituted urea-hydroxyethylethylene urea, 9/1/91. Expires 15 yrs from date of disclosure.
Union Carbide Chemical & Plastics Co., Isophorone Diamine, 9/13/90. Expires 9/13/00.
Union Carbide Corp., Paraclox, 4/20/88. Expires 10 yrs from date of disclosure.
Union Carbide, Phenoxy Resin, 4/20/89. Expires 4/20/99.
Union Carbide, lactone monomer and/or polymer products 8/7/95. Expires 10 yrs from date of disclosure. Tech pkg 8/22/95.
Uniroyal Chemical, (& Tech pkg) Harvade, 3/12/93. Expires 3/24/03.
Uniroyal Chemical, (& Tech pkg) PCNB, 7/22/92. Expires 7/22/02.
Uniroyal Chemical, LI5094 7/13/93. Expires 7/13/03.
Valent, Flumiclorac pentyl, 5/18/95. Expires 5/18/05. Tech pkg 6/20/95.
Verichem, Inc., Dazomet, 9/10/90. Expires 10 yrs from date of last disclosure.
Vinings Industries, Inc. (formerly Akzo), toll mfg. CM-30 and CM-25, Suresize 30 & Suresize 25, 10/26/93. Expires 10 yrs after receipt of business and/or commercial info.

EXPIRED CONFIDENTIALLY AGREEMENTS

LINDA/EXPSECAG.DOC

<u>COMPANY</u>	<u>PRODUCT</u>	<u>DATE SIGNED</u>	<u>DATE EXPIRED</u>
Chemsyn Laboratories	variety organic chemicals	10/14/88	10/14/93
DOW	DAR Tech Info, addendum		1/27/95
Lonza	Unihib 106	9/3/85	10/15/95
Makhteshim	Methylthioacetaldoxime	11/12/89	Expires 5 yrs from date return of confid. info.
Mobil Chemical	XRT-1638A	4/10/86	4/10/91
Pennwalt	evaluate purchase of Cedar	8/31/87	8/31/90
Pennwalt	Flame Retardant	11/6/86	7/1/96
Platte Chemical	Cedar's flowable propanil	1/12/90	1/12/95 (Can't locate original signed by Platte)